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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**Pokka Beverages, Inc.**

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: **Pokka, Inc.**

Internal Address:

Street Address: **1201 Commerce Blvd.**

City: **American Canyon** State: **CA** ZIP: **94589**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  No

(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **January 31, 1999**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

**75/697,491**  
**75/404,526**  
**75/621,200**

B. Trademark Registration No.(s)

**2,076,215**

Additional numbers  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Caroline H. Mead, Esq.**

Internal Address:

Street Address: **Graham & James LLP**

**One Maritime Plaza, Suite 300**

City: **San Francisco** State: **CA** ZIP: **94111**

6. Total number of applications and registrations involved:.....

**4**

7. Total fee (37 CFR 3.41):.....\$

**\$115.00 EE**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**07-1850**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

**Caroline H. Mead**

Name of Person Signing

*Caroline H. Mead*  
Signature

**12/21/99**

Date

Total number of pages including cover sheet, attachments, and

**3**

002077



*[Handwritten signature]*

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 29 1999



*Bill Jones*

Secretary of State

0022377

CERTIFICATE OF OWNERSHIP

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

MAR 11 1999

BILL JONES, Secretary of State

Masaru Hanano and Mikiyoshi Araki certify that:

1. They are the President and Secretary, respectively, of Pokka, Inc., a California corporation.
2. Pokka Inc. owns all of the outstanding shares of Pokka Beverages, Inc., a California corporation.
3. The Board of Directors of Pokka Inc. duly adopted the following resolutions:

RESOLVED, that this corporation merge Pokka Beverages, Inc., its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110, California Corporations Code (the "Merger"); and

RESOLVED FURTHER, that it is the intent of this Board of Directors that the Merger be treated as a subsidiary liquidation pursuant to Section 332 of the Internal Revenue Code, as amended, and Treasury Regulations Section 1.332-2(d); and

RESOLVED FURTHER, that the President and Secretary of this corporation are authorized to execute, verify (by their declaration under penalty of perjury or otherwise), and file a Certificate of Ownership under Section 1110 of the California Corporations Code with the Secretary of State of California, and to take all other action they consider necessary and proper to consummate the Merger and the transactions contemplated thereby.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 10, 1999

  
Masaru Hanano, President

  
Mikiyoshi Araki, Secretary

